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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 18, 2000

PETITION OF

MCI WORLDCOM, INC.

CASE NO. PUC990244

and

SPRINT CORPORATION

For approval to transfer control  
of Sprint Corporation's Virginia  
Operating Subsidiaries to MCI  
WorldCom, Inc.

ORDER FOR NOTICE AND COMMENT  
AND EXTENDING TIME FOR REVIEW

On December 17, 1999, MCI WorldCom, Inc. ("MCI WorldCom"), and Sprint Corporation ("Sprint"), (collectively, "the Petitioners"), filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction whereby Sprint will merge into MCI WorldCom. Sprint is the parent company of Central Telephone Company of Virginia, United Telephone-Southeast, Inc., and Sprint Communications Company of Virginia, Inc.<sup>1</sup> Thus, the proposed transaction would result in MCI WorldCom acquiring indirect control of Centel,

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<sup>1</sup> Pursuant to a Final Order dated November 8, 1996, in Case No. PUC960086, Sprint Communications Company of Virginia, Inc., was authorized to provide local telecommunications services and interexchange telecommunications services throughout the Commonwealth of Virginia.

United, and Sprint-Virginia. Pursuant to § 56-88.1, the Commission has sixty (60) days in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional one hundred twenty (120) days.

We note that the issues involved in the joint petition are complex and will require additional time for review. As such, we are of the opinion that sixty (60) days is not sufficient time in which to investigate fully matters associated with the proposed merger. It is, therefore, appropriate to extend the period for review of issues under § 56-88.1 for a period up to one hundred twenty (120) days from the original sixty (60) day time period, or through June 14, 2000.

We are also of the opinion that public notice should be given and interested persons should have the opportunity to comment and request a hearing on the joint petition.

Accordingly,

IT IS ORDERED THAT:

(1) The date for issuance of a final order in this proceeding is hereby extended for one hundred twenty (120) days from February 15, 2000 to June 14, 2000.

(2) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public who may obtain a copy of the joint petition, at no charge, by

requesting it in writing from Petitioners' counsel at the address detailed below.

(3) Any interested person wishing to comment on the joint petition shall, on or before February 22, 2000, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and refer to Case No. PUC990244.

(4) On or before February 22, 2000, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUC990244. Any request for hearing shall detail reasons that such issues cannot be adequately addressed in written comments.

(5) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Eric M. Page, Esquire, LeClair Ryan, 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

(6) The Commission Staff shall review the joint petition and shall file, on or before March 28, 2000, a report detailing the results of its investigation.

(7) The Petitioners shall respond to written interrogatories within ten (10) calendar days after receipt of same. Except as modified above, discovery shall be in

accordance with Part VI of the Commission's Rules of Practice and Procedure.

(8) On or before February 7, 2000, the Petitioners shall publish the following notice as display advertising, not classified, twice a week for two (2) consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF MCI WORLDCOM,  
INC., AND SPRINT CORPORATION FOR APPROVAL TO  
TRANSFER CONTROL OF SPRINT CORPORATION'S  
VIRGINIA OPERATING SUBSIDIARIES  
CASE NO. PUC990244

MCI WorldCom, Inc. ("MCI WorldCom"), and Sprint Corporation ("Sprint"), (collectively, "the Petitioners"), filed a joint petition with the State Corporation Commission requesting approval of a proposed transaction whereby Sprint will merge into MCI WorldCom. The joint petition, if approved, would result in MCI WorldCom acquiring indirect control of Central Telephone Company of Virginia, United Telephone-Southeast, Inc., and Sprint Communications Company of Virginia, Inc.

A copy of the above-referenced joint petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the joint petition, at no charge, by requesting a copy in writing from Petitioners' counsel at the address noted below.

Comments on the joint petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, P.O. Box 2118,

Richmond, Virginia 23218, on or before February 22, 2000. Requests for hearing must also be received by the Clerk on or before February 22, 2000. Requests for hearing shall state why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUC990244. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Eric M. Page, Esquire, LeClair Ryan, 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

If no sufficient request for hearing is received, a formal hearing may not be held.

MCI WORLDCOM, INC., AND SPRINT CORPORATION

(9) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(10) On or before April 11, 2000, the Petitioners and any interested persons may file with the Clerk of the Commission any response to Staff's Report.

(11) On or before February 15, 2000, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (8) and (9).